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**東方電氣股份有限公司**

**Dongfang Electric Corporation Limited**

*(A joint stock limited company incorporated in the People's Republic of China)*

(Stock Code: 1072)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2011 first extraordinary general meeting (the “**EGM**”) of Dongfang Electric Corporation Limited (the “**Company**”) will be held at the conference room of the Company at No. 333, Shuhan Road, Chengdu City, Sichuan Province, the People’s Republic of China on Thursday, 22 December 2011 at 9:00 a.m. to consider and, if thought fit, pass the following resolutions. Unless otherwise indicated, capitalised terms defined in the circular of the Company dated 4 November 2011 (the “**Circular**”) shall have the same meanings when used herein.

### **RESOLUTION IN RELATION TO THE CONTINUING CONNECTED TRANSACTIONS (ORDINARY RESOLUTION)**

1. **“THAT**

- (1) the 2012 Purchase and Production Services Framework Agreement, the related Continuing Connected Transactions and the related Proposed Annual Caps be and are hereby approved;
- (2) the 2012 Sales and Production Services Framework Agreement, the related Continuing Connected Transactions and the related Proposed Annual Caps be and are hereby approved;

- (3) the 2012 Financial Services Framework Agreement, the related Continuing Connected Transactions and the related Proposed Annual Caps be and are hereby approved; and
- (4) the Board be and is hereby authorised to deal with, in its absolute discretion, all matters relating to the Continuing Connected Transactions.”

## **RESOLUTION IN RELATION TO THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION (SPECIAL RESOLUTION)**

### **2. “THAT**

- (1) Article 188 of the Articles of Association be amended from “The financial statements of the Company shall be prepared in accordance with PRC accounting standards and legal regulations, and shall also be prepared in accordance with international accounting standards or the accounting standards of the place of overseas listing. If there are any material discrepancies in the financial statements prepared in accordance with the two sets of accounting standards, such discrepancies shall be expressly stated in the notes to the financial statements. For the purpose of the distribution of profits of the Company for the relevant accounting year, the lesser amount of profit after taxation stated in the said two financial statements shall prevail.” to “According to the listing rules and the relevant regulatory requirements of the PRC and Hong Kong, the financial statements of the Company shall be prepared in accordance with China Accounting Standards for Business Enterprises and relevant regulations.”;
- (2) Article 189 of the Articles of Association be amended from “Interim results or financial information published or disclosed by the Company shall be prepared in accordance with PRC accounting standards and relevant regulations as well as international accounting standards or the accounting standards of the place of overseas listing.” to “Quarterly reports, interim results or financial information published or disclosed by the Company shall be prepared in accordance with China Accounting Standards for Business Enterprises and relevant regulations.”; and

(3) the Board be and is hereby authorised to deal with, in its absolute discretion, all matters relating to the proposed amendments to the Articles of Association.”

By Order of the Board  
**Dongfang Electric Corporation Limited**  
**Gong Dan**  
*Company Secretary*

Chengdu, Sichuan, the PRC  
4 November 2011

As at the date of this announcement, the directors of the Company are:

<i>Executive Directors:</i>	Si Zefu, Wen Shugang and Zhu Yuanchao
<i>Non-executive Directors:</i>	Zhang Xiaolun, Huang Wei and Zhang Jilie
<i>Independent Non-executive Directors:</i>	Zhao Chunjun, Li Yanmeng and Peng Shaobing

*Notes:*

1. Holders of A Shares whose names appear on the register of members of the Company at China Securities Depository & Clearing Corporation Limited, Shanghai branch at 3:00 p.m. on 8 December 2011 are entitled to attend the EGM and should bring along their identity cards and stock account cards when attending the EGM. Holders of A Shares who intend to attend the EGM should register for attending the EGM from 9:00 a.m. to 12:00 noon and from 2:00 p.m. to 5:00 p.m. from 19 December 2011 to 20 December 2011 at the Office to the Board at the Company’s correspondence address set out below with their identity cards, stock account cards as well as the proxy form (if applicable) and their proxies’ identity cards (if applicable); foreign Shareholders may deliver copies of the above-mentioned documents by post or by facsimile, to the Office to the Board at the Company’s correspondence address set out below on or before 1 December 2011. Failure to register for attending the EGM will not affect the rights of the holders of A Shares to attend and vote at the EGM.

2. Holders of H Shares whose names appear on the register of members of H Shares at 4:30 p.m. on 21 November 2011 are entitled to attend the EGM and should bring along their identity cards or passports when attending the EGM. Holders of H Shares should note that the register of members of H Shares will be closed from 22 November 2011 to 22 December 2011 (both days inclusive) during which period no transfer of H Shares will be effected. Transfer documents accompanied by the relevant share certificates (if applicable) must be lodged with the Company's share registrars in respect of H Shares, namely Hong Kong Registrars Limited at Rooms 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by 4:30 p.m. on 21 November 2011. Holders of H Shares who intend to attend the EGM should deliver copies of their identity cards or passports (with the pages showing the names of the Shareholders), as well as the proxy form (if applicable) and copies of their proxies' identity cards or passports (if applicable), by post or by facsimile, to the Office to the Board at the Company's correspondence address set out below on or before 1 December 2011. Failure to register for attending the EGM will not affect the rights of the holders of H Shares to attend and vote at the EGM.
3. Any Shareholder entitled to attend and vote at the EGM may appoint a proxy or several proxies (who need not be a Shareholder) to attend the EGM and vote thereat. For Shareholders who appoint more than one proxy, the proxies can only exercise the voting rights when a poll is taken.
4. Shareholders who intend to appoint proxy to attend the EGM must put it in writing, to be signed by the appointer or his attorney duly authorised in writing. If the Shareholder appointing a proxy is a legal person, the proxy form must be affixed with the common seal of the Shareholder, or signed by its legal representative (applicable to holders of A Shares)/its director (applicable to holders of H Shares) or attorney duly authorised in writing. If the proxy form is signed by an attorney on behalf of the appointer, the power of attorney or other instrument of authority must be notarially certified. To be valid, the notarially certified power of attorney or other instrument of authority together with the proxy form must be delivered to the Office to the Board at the Company's correspondence address set out below not less than 24 hours before the time appointed for holding the EGM. Completion and return of the proxy form will not affect the rights of the Shareholders to attend in person and vote at the EGM.
5. Proxies of the holders of A Shares shall bring along stock account cards of their appointing Shareholders, the proxy form and the proxies' identity cards to attend the EGM. Proxies of the holders of H Shares shall bring along the proxy form and the proxies' identity cards or passports to attend the EGM. The proxy form enclosed with the Circular should be used.
6. Shareholders who intend to attend the EGM should also complete the reply slip enclosed with the Circular and deliver the same by hand, by post or by facsimile to the Company's correspondence address set out below before 1 December 2011. Failure to return the reply slip will not affect the rights of the Shareholders to attend and vote at the EGM.

7. DEC, its associates and Associated Shareholders will abstain from voting on resolution no. 1.
8. The EGM is expected to last for half day. Participants attending the meeting shall be responsible for their own accommodation, travelling and other related expenses.

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